



RECEIVED

KRISTOPHER E. TWOMEY

TELECOM/INTERNET LAW • REGULATORY CONSULTING

2005 SEP -6 PM 3:06

T.R.A. Docket Room  
September 1, 2005

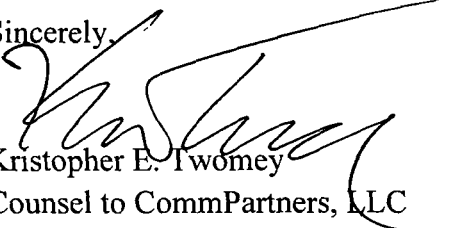
Via FedEx  
Docket Office  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

Re: Application of CommPartners, LLC for a Certificate to Provide Competing Local Telecommunications Services, Docket No. 05-00047

Dear Sir/Madam:

Enclosed is an additional original copy of my May 5, 2005 letter filed in this docket. This was requested by Lisa Faust of TRA staff

Sincerely,

  
Kristopher E. Twomey  
Counsel to CommPartners, LLC

Enclosures

cc: David Clark

**LOKT Consulting**  
1515 E 14<sup>th</sup> Street, Suite A  
San Leandro, CA 94577  
Phone: 510 903-1304  
Fax 510 868-8418  
Email kris@lokt.net

**Law Office**  
1725 I Street, NW, Suite 300  
Washington, DC 20006  
Phone. 202 250-3413  
Fax 202 517-9175  
www.lokt.net



KRISTOPHER E. TWOMEY

TELECOM/INTERNET LAW ■ REGULATORY CONSULTING

RECEIVED

2005 SEP -6 PM 3:06  
May 5, 2005

T.R.A. DOCKET ROOM

Via FedEx  
Docket Office  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

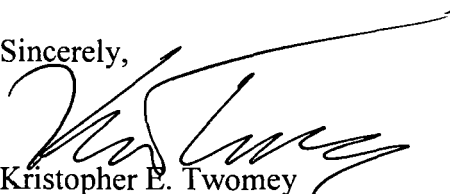
Re: Application of CommPartners, LLC for a Certificate to Provide Competing Local Telecommunications Services, Docket No. 05-00047

Dear Sir/Madam:

Enclosed for filing are an original and four copies (4) along with an electronic version of long distance and local exchange tariffs on behalf of CommPartners, LLC. CommPartners has requested a surety bond from its insurance company in compliance with Tenn. Code Ann. § 65-4-125 as well. Unfortunately, this will not be available until Thursday, May 12, 2005. I will forward the bond as soon as I receive it. I apologize for the delay.

Please contact me at my California office should you have any questions or need additional information.

Sincerely,

  
Kristopher E. Twomey  
Counsel to CommPartners, LLC

Enclosures

cc: David Clark

**LOKT Consulting**  
1515 E 14<sup>th</sup> Street, Suite A  
San Leandro, CA 94577  
Phone 510 903-1304  
Fax 510 868-8418  
Email kris@lokt.net

**Law Office**  
1725 I Street, NW, Suite 300  
Washington, DC 20006  
Phone 202 250-3413  
Fax 202 517-9175  
www.lokt.net



KRISTOPHER E. TWOMEY

TELECOM/INTERNET LAW ■ REGULATORY CONSULTING

May 5, 2005

Via FedEx  
Docket Office  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

Re: Application of CommPartners, LLC for a Certificate to Provide Competing Local Telecommunications Services, Docket No. 05-00047

Dear Sir/Madam:

Enclosed for filing are an original and four copies (4) along with an electronic version of long distance and local exchange tariffs on behalf of CommPartners, LLC. CommPartners has requested a surety bond from its insurance company in compliance with Tenn. Code Ann. § 65-4-125 as well. Unfortunately, this will not be available until Thursday, May 12, 2005. I will forward the bond as soon as I receive it. I apologize for the delay.

Please contact me at my California office should you have any questions or need additional information.

Sincerely,

Kristopher E. Twomey  
Counsel to CommPartners, LLC

Enclosures

cc: David Clark

LOKT Consulting  
1515 E 14<sup>th</sup> Street, Suite A  
San Leandro, CA 94577  
Phone 510 903-1304  
Fax 510 868-8418  
Email kris@lokt.net

Law Office  
1725 I Street, NW, Suite 300  
Washington, DC 20006  
Phone 202 250-3413  
Fax 202 517-9175  
www.lokt.net

# TENNESSEE REGULATORY AUTHORITY

Ron Jones, Chairman  
Deborah Taylor Tate, Director  
Pat Miller, Director  
Sara Kyle, Director



460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

August 30, 2005

## VIA FACSIMILE AND U.S. MAIL

Mr. Kristopher E Twomey  
LoKT Consulting  
1519 E. 14<sup>th</sup> Street, Suite A  
San Leandro, CA 94577  
510-868-8418 (facsimile)


RE: **CommPartners, LLC: Letter of Credit # 3075445**  
Provided in support of *Petition of CommPartners, LLC for Authority to Provide Competing Local Exchange Services*, TRA Docket No. 05-00047

Mr Twomey

The Tennessee Regulatory Authority has received the above-referenced letter of credit submitted on behalf of CommPartners, LLC. The letter of credit is being returned for the reasons noted on the attached deficiency page. I have attached a form letter of credit for your review. The form letter satisfies the requirements of the Tennessee Regulatory Authority.

Please correct the noted items and resubmit the letter of credit. If you have any questions, please contact me at 800-342-8359 or 615-741-2904, extension 168.

Sincerely,

  
Carolyn E. Reed  
Counsel, Legal Division

cc: David S. Clark, President  
CommPartners, LLC  
3291 N Buffalo Drive, Suite 3  
Las Vegas, NV 89129-7437  
702-365-8647 (facsimile)

Ben Cortes, Vice President  
Standby Letters of Credit Department  
Bank of America  
333 S. Beaudry Avenue, 19<sup>th</sup> Floor  
M/C: CA9-703-19-23  
Los Angeles, CA 90017

Docket File 05-00047

### Letter of Credit Deficiencies

- ☐ Name of applicant/company is not stated
- ☒ Applicant/company is not the same as TRA petitioner
- ☐ Letter of credit number is not stated
- ☐ Effective date is not stated
- ☐ Expiration date is not stated
- ☐ Name of lender is not stated
- ☐ Purpose of letter of credit is not stated
- ☒ Purpose of letter of credit does not satisfy TRA requirements
- ☐ Letter of credit is not established in favor of State of Tennessee or TRA
- ☐ Letter of credit is not irrevocable
- ☐ Amount of letter of credit is not \$20,000.00
- ☐ Letter of credit does not provide that the TRA may draw upon the LOC by delivery of a notice to the lender after which the lender agrees to deliver by wire transfer the draw amount to the bank account specified in the notice
- ☐ Letter of credit does not provide for automatic renewal for successive one-year periods until canceled by lender by giving 30 days' written notice by certified mail to the TRA and the applicant/company
- ☐ Letter of credit does not provide that it is "understood that the Lender shall not be relieved of liability that may have accrued under this letter of credit prior to the date of cancellation or termination."
- ☒ Letter of credit does not certify that the lender is a bank designated as an authorized depository bank for deposit of state funds
- ☐ Letter of credit does not contain language regarding Uniform Customs and Practice for Documentary Credit
- ☐ Letter of credit is not signed by the lender
- ☐ Letter of credit is missing the address of the lender
- ☐ Letter of credit does not provide a form notice for drawing against the letter of credit

#### **Comments:**

The proposed letter of credit does not satisfy the TRA's requirements because (1) CommPartners, LLC filed the petition with the TRA but the letter of credit is on behalf of CommPartners Holding Corporation, (2) the stated purpose of the letter does not include reference to the company's representatives, successors or assigns, and (3) the letter of credit does not certify that the lender is a bank designated as an authorized depository bank for deposit of state funds. Attached are a standard letter of credit and form containing examples of acceptable language.



PAGE. 1

DATE. JUNE 3, 2005

IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER 3075445

**BENEFICIARY**  
TENNESSEE REGULATORY AUTHORITY  
460 JAMES ROBERTSON PARKWAY  
NASHVILLE, TN 37243-0505

**APPLICANT**  
COMMPARTNERS HOLDING CORPORATION  
3291 N BUFFALO DRIVE  
SUITE 3  
LAS VEGAS, NV 89129

**AMOUNT**  
NOT EXCEEDING USD 20,000 00  
NOT EXCEEDING TWENTY THOUSAND AND  
00/100'S US DOLLARS

**EXPIRATION**  
JUNE 1, 2006 AT OUR COUNTERS

FOR REFERENCE ONLY RE COMPANY ID# 05-00047 AS ASSIGNED BY THE TRA

SIR/MADAM

BANK OF AMERICA, N A (THE "LENDER") HEREBY ESTABLISHES AN IRREVOCABLE LETTER OF CREDIT WHICH WILL REMAIN AVAILABLE ON BEHALF OF COMMPARTNERS HOLDING CORPORATION (THE "COMPANY") WHO WE ARE INFORMED, HAS APPLIED TO THE TENNESSEE REGULATORY AUTHORITY (THE "TRA") FOR AUTHORITY TO PROVIDE TELECOMMUNICATIONS SERVICES IN THE STATE OF TENNESSEE WE UNDERSTAND THE PURPOSE OF THIS LETTER OF CREDIT IS TO SECURE PAYMENT OF ANY MONETARY SANCTION IMPOSED AGAINST THE COMPANY IN ANY ENFORCEMENT PROCEEDING BROUGHT UNDER TITLE 65 OF TENNESSEE CODE ANNOTATED OR THE CONSUMER TELEMARKETING ACT OF 1990, BY OR ON BEHALF OF THE TRA

WE HEREBY ESTABLISH AND ISSUE, IN FAVOR OF THE TRA, AN IRREVOCABLE LETTER OF CREDIT IN THE AMOUNT OF TWENTY THOUSAND DOLLARS (\$20,000 00) LAWFUL MONEY OF THE UNITED STATES OF AMERICA. THE TRA MAY DRAW UPON THIS LETTER OF CREDIT, AT ANY TIME AND FROM TIME TO TIME, BY DELIVERING A "LETTER OF CREDIT NOTICE", IN THE FORM SET FORTH AS ATTACHED (A "NOTICE"), WHICH NOTICE SHALL SPECIFY THE AMOUNT (THE "DRAW AMOUNT") TO BE DRAWN AND THE BANK ACCOUNT (THE "BANK ACCOUNT") TO WHICH THE DRAW AMOUNT SHOULD BE DELIVERED AND SHALL BE SIGNED BY AN OFFICIAL DESIGNATED AND DULY AUTHORIZED BY THE TRA TO LENDER AT THE ADDRESS LISTED BELOW PROMPTLY AFTER THE DELIVERY OF EACH NOTICE, THE LENDER HEREBY COVENANTS AND AGREES TO DELIVER, BY WIRE TRANSFER OF IMMEDIATELY AVAILABLE FUNDS THE DRAW AMOUNT TO THE BANK ACCOUNT

THIS LETTER OF CREDIT SHALL BE DEEMED AUTOMATICALLY RENEWED WITHOUT AMENDMENT FOR SUCCESSIVE ONE (1) YEAR PERIODS AND MAY BE CANCELED BY THE LENDER BY GIVING AT LEAST THIRTY (30) DAYS ADVANCED WRITTEN NOTICE BY CERTIFIED MAIL OR OVERNIGHT COURIER SERVICE OF SUCH CANCELLATION TO THE TRA AND A COPY TO THE COMPANY, IT BEING UNDERSTOOD THAT THE LENDER SHALL NOT BE RELIEVED OF LIABILITY THAT MAY HAVE ACCRUED UNDER THIS LETTER OF CREDIT PRIOR TO THE DATE OF CANCELLATION.

THE LENDER HEREBY REPRESENTS AND WARRANTS THAT IT IS QUALIFIED AND AUTHORIZED TO  
ISSUE THIS LETTER OF CREDIT

THIS LETTER OF CREDIT IS SUBJECT TO THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS (1993 REVISION), INTERNATIONAL CHAMBER OF COMMERCE PUBLICATION NO 500 OR ANY REVISIONS THERETO

BANK OF AMERICA, N.A.

**BEN CORTES**  
**VICE PRESIDENT**  
**STANDBY LETTERS OF CREDIT DEPT.**

ADDRESS OF LENDER.  
333 S. BEAUDRY AVENUE, 19TH FLOOR  
M/C. CA9-703-19-23  
LOS ANGELES, CA 90017

THIS IS AN INTEGRAL PART OF LETTER OF CREDIT NUMBER: 3075445

FORM OF  
LETTER OF CREDIT NOTICE

QUOTE

BANK OF AMERICA, N A  
333 S. BEAUDRY AVENUE, 19TH FLOOR  
MAIL CODE. CA9-703-19-23  
LOS ANGELES, CA 90017

RE IRREVOCABLE LETTER OF CREDIT NO 3075445

DEAR SIR OR MADAM:

YOU ARE HEREBY NOTIFIED, AND THE UNDERSIGNED HEREBY CERTIFIES, THAT  
THE UNDERSIGNED IS A PURPORTED OFFICIAL DESIGNATED AND DULY  
AUTHORIZED BY THE TRA TO DELIVER THIS NOTICE AND THAT A MONETARY  
SANCTION IN THE AMOUNT OF \$ \_\_\_\_\_ (THE "DRAW AMOUNT") HAS BEEN  
IMPOSED AGAINST COMMPARTNERS HOLDING CORPORATION IN AN ENFORCEMENT  
PROCEEDING BROUGHT UNDER TITLE 65 OF TENNESSEE CODE ANNOTATED OR THE  
CONSUMER TELEMARKETING ACT OF 1990, BY OR ON BEHALF OF THE TRA

PURSUANT TO THAT CERTAIN IRREVOCABLE LETTER OF CREDIT REFERENCED ABOVE,  
WE HEREBY REQUEST THAT YOU DELIVER PAYMENT OF THE DRAW AMOUNT  
TO THE BANK ACCOUNT LISTED BELOW BY WIRE TRANSFER OF IMMEDIATELY  
AVAILABLE FUNDS.

NAME OF BANK ACCOUNT: \_\_\_\_\_  
ACCOUNT NUMBER: \_\_\_\_\_  
ABA ROUTING NUMBER: \_\_\_\_\_  
REFERENCE: \_\_\_\_\_  
NAME OF CONTACT: \_\_\_\_\_  
TELEPHONE NUMBER: \_\_\_\_\_  
FACSIMILE NUMBER: \_\_\_\_\_

SINCERELY,

TENNESSEE REGULATORY AUTHORITY

-----  
NAME  
TITLE  
UNQUOTE

## IRREVOCABLE LETTER OF CREDIT

Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

REFERENCE      Name of Company authorized by TRA \_\_\_\_\_  
\_\_\_\_\_  
Company ID # as assigned by the TRA \_\_\_\_\_  
Irrevocable Letter of Credit Number \_\_\_\_\_  
Effective Date \_\_\_\_\_  
Expiration Date \_\_\_\_\_

Sir/Madam

You have requested of **[Name of Lending Institution]** (the "Lender") that we establish an irrevocable letter of credit which will remain available on behalf of **[Applicant]** (the "Company") who has applied to the Tennessee Regulatory Authority (the "TRA") for authority to provide telecommunications services in the state of Tennessee. The purpose of this letter of credit is to secure payment of any monetary sanction imposed against the Company, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA.

We hereby establish and issue, in favor of the TRA, an irrevocable letter of credit in the amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America. The TRA may draw upon this letter of credit, at any time and from time to time, by delivering a Letter of Credit Notice, substantially in the form set forth below (a "Notice"), which Notice shall specify the amount (the "Draw Amount") to be drawn and the bank account (the "Bank Account") to which the Draw Amount should be delivered and shall be signed by an official designated and duly authorized by the TRA, to Lender at the address listed below, or to such other address as the Lender shall notify the TRA in writing by certified mail. Promptly after the delivery of each Notice, the Lender hereby covenants and agrees to deliver, by wire transfer of immediately available funds, the Draw Amount to the Bank Account.

This letter of credit shall be deemed automatically renewed without amendment for successive one-year periods and may be canceled by the Lender by giving thirty (30) days advanced written notice by certified mail of such cancellation to the TRA and the Company, it being understood that the Lender shall not be relieved of liability that may have accrued under this letter of credit prior to the date of cancellation.

The Lender hereby represents and warrants that it is qualified and authorized to issue this letter of credit and is a bank designated by the Treasurer of the State of Tennessee as an authorized depository bank for the deposit of state funds.

Except as otherwise expressly stated, this letter of credit is subject to the Uniform Customs and Practice for Documentary Credit (1993 Revision) International Chamber of Commerce Publication No. 500, or any revisions thereto.

Yours Very Truly,

**[Name of Lending Institution]**

\_\_\_\_\_  
**Name:**

**Title:**

**Address of Lender:**  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

### APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing letter of credit and found the same to be sufficient and in conformity to law and that the same has been filed with the Tennessee Regulatory Authority, State of Tennessee, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_

\_\_\_\_\_  
Name  
Title

### FORM OF LETTER OF CREDIT NOTICE

[Name of Lender]  
[Address]

Re Irrevocable Letter of Credit No [ ]

Dear Sir or Madam

You are hereby notified, and the undersigned hereby certifies, that the undersigned is an official designated and duly authorized by the TRA to deliver this notice and that a monetary sanction in the amount of \$\_\_\_\_\_ (the "Draw Amount") has been imposed against **[Applicant]** its representatives, successors or assigns, in an enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA

Pursuant to that certain Irrevocable Letter of Credit referenced above, we hereby request that you deliver payment of the Draw Amount to the bank account listed below by wire transfer of immediately available funds

Name of Bank Account \_\_\_\_\_  
Account Number. \_\_\_\_\_  
ABA Routing Number \_\_\_\_\_  
Reference \_\_\_\_\_  
Name of Contact \_\_\_\_\_  
Telephone Number. \_\_\_\_\_  
Facsimile Number \_\_\_\_\_

Please confirm receipt of this Notice and the Federal Reserve wire confirmation number of the delivery of the Draw Amount by sending a facsimile to the person at the number listed above.

Sincerely,

**TENNESSEE REGULATORY AUTHORITY**

\_\_\_\_\_  
Name.  
Title